

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H15000088233 3)))



H15000088233ABC/

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : COHEN, CHASE, HOFFMAN & SCHIMMEL, P.A.
Account Number : 102450002676
Phone : (305) 670-0201
Fax Number : (305) 670-6152

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: NancyUngar@HHHCompanies.com

RECEIVED

15 APR 13 PM 2:42

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE
Park Shopping, LLC

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$103.75

\$105.00

FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

2015 APR 13 AM 10:44

FILED

Electronic Filing Menu

Corporate Filing Menu

Help

ASOR
4/14/15

H15000088233

**ARTICLES OF MERGER OF
HHH PARK, INC., AND
PARK ASSET MANAGEMENT, INC.,
WITH AND INTO
PARK SHOPPING, LLC**

FILED
2016 APR 13 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger are being submitted to merge the following Florida limited liability company and corporation in accordance with Sections 605.1025 and 607.1109 Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging entity that is not the surviving entity are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
HHH Park, Inc. 2206 W. Atlantic Avenue, Suite 201 Delray Beach, Florida 33445 Florida Document Registration No. P94000051432 Federal Employer ID No. 65-0631667	Florida	Corporation
Park Asset Management, Inc. 2206 W. Atlantic Avenue, Suite 201 Delray Beach, Florida 33445 Florida Document Registration No. P93000017228 Federal Employer ID No. 65-0490589	Florida	Corporation

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type for the surviving entity are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Park Shopping, LLC 2206 W. Atlantic Avenue, Suite 201 Delray Beach, Florida 33445 Florida Document Registration No. L15000060121 Federal Employer ID No. 65-0372217	Florida	Limited Liability Company

THIRD: The attached Plan of Merger was approved by each domestic limited liability company that is a party to the merger in accordance with the provisions of Sections 605.1021-

H15000088233

H15000088233

605.1026, Florida Statutes, and each corporation that is a party to the merger in accordance with Chapter 607, Florida Statutes.

FOURTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.


FIFTH: The merger shall become effective upon the filing of the Articles of Merger.

SIXTH: The Articles of Merger comply with and were executed in accordance with the laws of each party's applicable jurisdiction.


SEVENTH: The surviving entity has agreed to pay any members of any limited liability company with appraisal rights, the amount to which such members are entitled under the Provisions of Sections 605.1006 and 605.1061-1072, Florida Statutes.

The undersigned have executed these Articles of Merger as of April 7, 2015.


PARK SHOPPING, LLC,
a Florida limited liability company

By: 
Harry H. Hahamovitch, Manager

HHH PARK, INC., a Florida
corporation

By: 
Harry H. Hahamovitch, President and
Secretary

PARK ASSET MANAGEMENT, INC., a
Florida corporation

By: 
Harry H. Hahamovitch, President and
Secretary

H15000088233

4912/9/000311226; 1

H15000088233

PLAN OF MERGER

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with Sections 605.1022 and 607.1108, is being submitted in accordance with Sections 605.1021 and 607.1108, Florida Statutes.

FIRST: The exact name, jurisdiction, and entity type for each merging entity are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
HHH Park, Inc.	Florida	Corporation
Park Asset Management, Inc.	Florida	Corporation
Park Shopping, LLC	Florida	Limited Liability Company

SECOND: The exact name, jurisdiction, and entity type of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Park Shopping, LLC	Florida	Limited Liability Company

THIRD: The terms and conditions of the merger are as follows:

Upon the filing of the Articles of Merger (the "Effective Date"), HHH Park, Inc., and Park Asset Management, Inc., shall be merged with and into Park Shopping, LLC, with the effect provided by Florida Statutes, the separate existence of HHH Park, Inc., and Park Asset Management, Inc., shall cease, and Park Shopping, LLC, as the surviving entity, shall continue to exist by virtue of, and shall continue to be governed by, the laws of the State of Florida, under the Articles of Organization and Operating Agreement of Park Shopping, LLC, as they exist on the Effective Date. HHH Park, Inc., and Park Asset Management, Inc., are the sole members of Park Shopping, LLC. As of the Effective Date, the shareholders of HHH Park, Inc., and Park Asset Management, Inc., shall become the members of Park Shopping, LLC.

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

H15000088233

4982/940031829, 1

H15000088233

The merged parties are the sole members of the survivor. Each shareholder of the merged party shall become a member of the survivor.

One percent (1%) of the transferable interests of the survivor shall be paid to the shareholders of HHH Park, Inc., in proportion to their shares.

Ninety-nine percent (99%) of the transferable interests of the survivor shall be paid to the shareholders of Park Asset Management, Inc., in proportion to their shares.

No additional compensation shall be paid to the shareholders of HHH Park, Inc., and Park Asset Management, Inc.

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

N/A

FIFTH: Park Shopping, LLC, the surviving entity, shall be managed by one or more managers. The name and address of the current manager are as follows:

Harry H. Hahamovitch
2206 W. Atlantic Avenue, Suite 201
Delray Beach, Florida 33445

H15000088233

498190201829, 1